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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case No.**
LEHMAN BROTHERS HOLDINGS INC., et al. : **08-13555 (JMP)**
Debtors. : **(Jointly Administered)**
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**SECOND SUPPLEMENTAL AFFIDAVIT OF HARVEY R. MILLER
ON BEHALF OF WEIL, GOTSHAL & MANGES LLP PURSUANT
TO SECTIONS 327, 328(a), 329 AND 504 OF THE BANKRUPTCY
CODE AND RULES 2014(a) AND 2016(b) OF THE BANKRUPTCY RULES**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Harvey R. Miller, being duly sworn, deposes and says:

1. I am a member of the firm of Weil, Gotshal & Manges LLP (“WGM” or the “Firm”). I submit this affidavit to supplement the affidavits I have previously submitted on behalf of WGM, sworn to on October 8, 2008 (the “Original Affidavit”) [Docket No. 758] and March 4, 2009 (the “Supplemental Affidavit”) [Docket No. 2985] in support of the engagement of WGM by Lehman Brothers Holdings Inc. (“LBHI”) and certain of its subsidiaries (collectively “Lehman”) in connection with the

pending cases filed under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) on September 15, 2008 (the “Commencement Date”) and thereafter.

2. Unless otherwise stated herein, I have personal knowledge of the facts set forth in this affidavit. To the extent any information disclosed herein requires amendment or modification upon WGM’s completion of further review, or as additional party in interest information becomes available to it, a further supplemental affidavit reflecting such amended or modified information will be submitted to the Court.

**WGM’s Connections with Parties in Interest
in Matters Unrelated to these Chapter 11 Cases**

3. As previously disclosed, WGM has represented, currently represents, and may represent in the future, various entities or their affiliates in matters unrelated to the pending chapter 11 cases. Since filing the Supplemental Affidavit, WGM has become aware of additional parties in interest in these chapter 11 cases with whom WGM has, or may have, connections as described below. Most of these additions are entities that might be parties in interest in the above captioned chapter 11 case (the “Potential Parties In Interest”) and that WGM has included in its disclosure procedures out of an abundance of caution. Certain of the entities included in this supplemental affidavit were previously disclosed under other categories in the Original Affidavit or the Supplemental Affidavit.

4. The categories of connections are: (i) Potential Parties In Interest, or affiliates thereof, for which WGM has performed services within the last two (2) years and whose engagement remains open (“Current Clients”); (ii) Potential Parties In Interest, or affiliates thereof, for which WGM has performed services in the past two (2) years and

with respect to which WGM's engagement has been formally closed ("Former Clients"); (iii) Potential Parties in Interest, or affiliates thereof, for which a WGM engagement has been opened for at least six (6) months but for which no attorney time has been billed ("Potential Clients"); and (iv) Potential Parties in Interest, or affiliates thereof, which have a substantive relationship to a matter for which WGM performed services for a Current or Former Client, or affiliate thereof ("Related Entities") within the last two years. All client connections were diligently reviewed by an attorney working under my supervision. Based on such review, as to each connection WGM does not hold or represent an interest that is adverse to Lehman's estates. WGM is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, for the reasons discussed below.

Current Clients

5. WGM has performed services within the prior two (2) years for the Current Clients described below, or their affiliates, in matters unrelated to Lehman:

Matched Entity	Relationship to Lehman	Relationship to WGM
Varel International Ind., L.P.	Principal Investments	Current Client
Varel Funding Corp.	Principal Investments	Affiliate of Current Client
Banco Santander SA	Derivative Counterparty	Affiliate of Current Client
CIFG	Derivative Counterparty	Current Client
Credit Agricole	Derivative Counterparty	Current Client
Houghton Mifflin Harcourt Publishing Co.	Derivative Counterparty	Current Client
ING Groep NV	Derivative Counterparty	Affiliate of Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
Intel Corp.	Derivative Counterparty	Current Client
Intesa Sanpaolo SpA	Derivative Counterparty	Current Client
Lexington Insurance Co.	Derivative Counterparty	Current Client
Life Investors Insurance Company of America	Derivative Counterparty	Current Client
Putman	Derivative Counterparty	Current Client
Royal Bank of Canada	Derivative Counterparty	Current Client
UniCredito Italianno SpA	Derivative Counterparty	Affiliate of Current Client
Acorn Partners, LP	Potential Party in Interest	May be Affiliate of Current Client
Activant Solutions, Inc.	Potential Party in Interest	Current Client
Alix Partners LLP	Potential Party in Interest	Current Client
Allianz Funds	Potential Party in Interest	Current Client
Alltel Corp.	Potential Party in Interest	Current Client
American Airlines Inc.	Potential Party in Interest	Affiliate of Current Client
Apax Summer Bidco Limited	Potential Party in Interest	Affiliate of Current Client
Apollo Management Holdings L.P.	Potential Party in Interest	Affiliate of Current Client
Arysta Lifescience Corp.	Potential Party in Interest	Current Client
Banco Santander	Potential Party in Interest	Current Client
Bank of New York (The)	Potential Party in Interest	Current Client
Bank of New York Trust Co., N.A.	Potential Party in Interest	Affiliate of Current Client
Bausch & Lomb	Potential Party in Interest	Current Client
Black Lion Beverages III B.V.	Potential Party in Interest	Affiliate of Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
Blackstone / Blackstone Capital Partners V L.P.	Potential Party in Interest	Current Client
Block Financial Corp.	Potential Party in Interest	Current Client
BMO Capital Markets Corp.	Potential Party in Interest	Current Client
BNY Capital Markets, Inc.	Potential Party in Interest	Affiliate of Current Client
Booz Allen Hamilton, Inc.	Potential Party in Interest	Current Client
British Sky Broadcasting Group Plc.	Potential Party in Interest	Current Client
Building Materials Holdings	Potential Party in Interest	May Be Affiliate of Current Client
Cablevisions Systems Corp.	Potential Party in Interest	Current Client
Campbell Soup Co.	Potential Party in Interest	Current Client
Carlyle Group (The)	Potential Party in Interest	Current Client
CBS Corp.	Potential Party in Interest	Current Client
CCMP Acquisition	Potential Party in Interest	Affiliate of Current Client
CDC Ixis Financial Guaranty Services Inc.	Potential Party in Interest	Affiliate of Current Client
CenturyTel, Inc.	Potential Party in Interest	Current Client
CIT Group	Potential Party in Interest	Current Client
Collins & Aikman Products	Potential Party in Interest	Affiliate of Current Client
Cooperative Central e Raiffeisen-Boerenleenbank, BA	Potential Party in Interest	Current Client
Credit Agricole	Potential Party in Interest	Affiliate of Current Client
Danaher Corp.	Potential Party in Interest	Current Client
Dankse Bank A/S	Potential Party in Interest	Current Client
Deutsche Bank Trust Co.	Potential Party in Interest	Affiliate of Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
Diageo Finance Plc	Potential Party in Interest	Affiliate of Current Client
E.ON AG	Potential Party in Interest	Affiliate of Current Client
eBay Inc.	Potential Party in Interest	Current Client
Edison International	Potential Party in Interest	Affiliate of Current Client
Edison Mission Energy	Potential Party in Interest	Affiliate of Current Client
EMI Entertainment World, Inc.	Potential Party in Interest	Affiliate of Current Client
Enbridge (U.S.) Inc.	Potential Party in Interest	Affiliate of Current Client
Enbridge Energy Partners	Potential Party in Interest	Affiliate of Current Client
Enron Corp.	Potential Party in Interest	Current Client
Express Energy Holdings L.P.	Potential Party in Interest	Affiliate of Current Client
Express Energy Services Holding L.P.	Potential Party in Interest	Current Client
Fidelity Capital Markets Services	Potential Party in Interest	Affiliate of Current Client
Fidelity Investments	Potential Party in Interest	Current Client
Financial Security Assurance	Potential Party in Interest	Current Client
Finmeccanica Finance SA	Potential Party in Interest	Current Client
FINOVA Loan Administration	Potential Party in Interest	Current Client
Fortress Investment Group LLC	Potential Party in Interest	Current Client
Gate Gourmet	Potential Party in Interest	Current Client
GenenTech, Inc.	Potential Party in Interest	Current Client
Gentiva Health Services, Inc.	Potential Party in Interest	Current Client
Genworth Financial Inc.	Potential Party in Interest	Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
Georgia Pacific Expansion SAS	Potential Party in Interest	Affiliate of Current Client
Georgia-Pacific Corp.	Potential Party in Interest	Current Client
Halliburton Co.	Potential Party in Interest	Current Client
Hartford Financial Services Group Inc., (The)	Potential Party in Interest	Current Client
HBK Investments LP	Potential Party in Interest	Current Client
Henry Schein, Inc.	Potential Party in Interest	Current Client
Hertz Corp. (The)	Potential Party in Interest	Current Client
Home Dept., Inc. (The)	Potential Party in Interest	Current Client
Houghton Mifflin Harcourt Publishers Inc.	Potential Party in Interest	Current Client
HSBC Finance Corp.	Potential Party in Interest	Affiliate of Current Client
Hudson CLO 3 B.V.	Potential Party in Interest	Affiliate of Current Client
Huntsman International LLC	Potential Party in Interest	Affiliate of Current Client
HVB Capital Markets, Inc.	Potential Party in Interest	Affiliate of Current Client
Infonxx, Inc. (n/k/a/ kgb)	Potential Party in Interest	Current Client
ING Financial Markets LLC	Potential Party in Interest	Affiliate of Current Client
ING Group	Potential Party in Interest	Affiliate of Current Client
Intesa	Potential Party in Interest	Affiliate of Current Client
Iridium Satellite LLC	Potential Party in Interest	Affiliate of Current Client
Iron Mountain Inc.	Potential Party in Interest	Affiliate of Current Client
ITC Holdings Corp.	Potential Party in Interest	Affiliate of Current Client
ITC Midwest LLC	Potential Party in Interest	Affiliate of Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
ITC Transco	Potential Party in Interest	Affiliate of Current Client
Kaupthing Bank	Potential Party in Interest	Current Client
KBC Bank	Potential Party in Interest	Current Client
KBC Financial Products UK Ltd.	Potential Party in Interest	Affiliate of Current Client
KBC Financial Products USA, Inc.	Potential Party in Interest	Affiliate of Current Client
KBC Investments Cayman Islands V Ltd.	Potential Party in Interest	Affiliate of Current Client
KBC Investments Ltd.	Potential Party in Interest	Affiliate of Current Client
Kinder Morgan Energy Partners LP	Potential Party in Interest	Current Client
KKR Private Equity Investors LP	Potential Party in Interest	Affiliate of Current Client
Landsource	Potential Party in Interest	Current Client
Liberty Mutual Group Inc.	Potential Party in Interest	Affiliate of Current Client
Limited Lincoln National Corporation	Potential Party in Interest	Current Client
Lukoil Finance Ltd.	Potential Party in Interest	Affiliate of Current Client
LW Securities Ltd.	Potential Party in Interest	Affiliate of Current Client
Lyondell	Potential Party in Interest	Current Client
LyondellBasell Industries	Potential Party in Interest	Affiliate of Current Client
Man Group Finance Inc.	Potential Party in Interest	Current Client
Marriott International, Inc.	Potential Party in Interest	Current Client
MassMutual Financial Group	Potential Party in Interest	Current Client
McGraw-Hill Companies (The)	Potential Party in Interest	Current Client
MedcoHealth Solutions, Inc.	Potential Party in Interest	Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
MF Global Finance	Potential Party in Interest	Affiliate of Current Client
MF Global Finance Europe Limited	Potential Party in Interest	Affiliate of Current Client
MF Global Ltd.	Potential Party in Interest	Affiliate of Current Client
Muriel Siebert & Co., Inc.	Potential Party in Interest	Current Client
Natixis Bleichroeder Inc.	Potential Party in Interest	Affiliate of Current Client
New York Life Insurance Co.	Potential Party in Interest	Current Client
New York Life Investment Management	Potential Party in Interest	Affiliate of Current Client
NFI Luxco SCA	Potential Party in Interest	Affiliate of Current Client
Nortek Holdings, Inc.	Potential Party in Interest	Current Client
Nuance Communications, Inc.	Potential Party in Interest	Current Client
OCM Mezzanine Fund II Holdings, LP	Potential Party in Interest	Affiliate of Current Client
Oracle Corp.	Potential Party in Interest	Current Client
OZ Management LP	Potential Party in Interest	Current Client
Pacific International Finance Limited	Potential Party in Interest	Affiliate of Current Client
Pacific International Limited	Potential Party in Interest	Current Client
Pacific Investment Management LLC	Potential Party in Interest	Affiliate of Current Client
Pangea Ltd.	Potential Party in Interest	Affiliate of Current Client
Parmalat Participacoes do Brazil Ltda.	Potential Party in Interest	Affiliate of Current Client
Parmalat Participacoes Promissory Note	Potential Party in Interest	Affiliate of Current Client
Pepsi Bottling Group, Inc.	Potential Party in Interest	Affiliate of Current Client
Protection One Alarm Monitoring, Inc.	Potential Party in Interest	Affiliate of Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
Qwest Services Corp.	Potential Party in Interest	Affiliate of Current Client
Raymond James & Associated, Inc.	Potential Party in Interest	Affiliate of Current Client
RBC Dain Rauscher Inc.	Potential Party in Interest	Affiliate of Current Client
RBS Greenwich Capital	Potential Party in Interest	Affiliate of Current Client
Royal Bank of Canada	Potential Party in Interest	Current Client
Santander Investment Securities Inc.	Potential Party in Interest	Affiliate of Current Client
SBA Senior Finance	Potential Party in Interest	May Be Affiliate of Current Client
Semcrude LP	Potential Party in Interest	Affiliate of Current Client
SemGroup Energy Partners, LP	Potential Party in Interest	Current Client
Silicon Graphics Inc.	Potential Party in Interest	Current Client
Silver Point Capital, LP	Potential Party in Interest	Current Client
Six Flags Theme Parks Inc.	Potential Party in Interest	Affiliate of Current Client
Solutia, Inc.	Potential Party in Interest	Affiliate of Current Client
Sourcecorp., Inc.	Potential Party in Interest	Current Client
Sports Authority (The)	Potential Party in Interest	Current Client
Starwood Hotels and Resorts	Potential Party in Interest	Current Client
Stone Tower Capital LLC	Potential Party in Interest	Current Client
Stone Tower Debt Advisors LLC	Potential Party in Interest	Affiliate of Current Client
Structured Energy Capital LLC (f/k/a Duke Capital)	Potential Party in Interest	Affiliate of Current Client
SunAmerica Asset Management	Potential Party in Interest	Current Client
Sungard Data Systems Inc.	Potential Party in Interest	Affiliate of Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
Sunshine Holdings Ltd.	Potential Party in Interest	Affiliate of Current Client
Suntrust	Potential Party in Interest	Current Client
Swiss Reinsurance Co.	Potential Party in Interest	Current Client
Target Corp.	Potential Party in Interest	Current Client
TD Securities (USA) LLC	Potential Party in Interest	Current Client
Telefonica Europe BV	Potential Party in Interest	Affiliate of Current Client
Telefonica SA	Potential Party in Interest	Affiliate of Current Client
Tyco Electronics	Potential Party in Interest	Current Client
Tyco International Group SA	Potential Party in Interest	Affiliate of Current Client
UnitedHealth Group Inc.	Potential Party in Interest	Current Client
Univision Communications Inc.,	Potential Party in Interest	Current Client
US Shipping Partners L.P.	Potential Party in Interest	Current Client
Verint Systems Inc.	Potential Party in Interest	Current Client
Visteon Corp.	Potential Party in Interest	Current Client
Vornado Realty LP	Potential Party in Interest	Affiliate of Current Client
Walmart Stores	Potential Party in Interest	Current Client
Weetabix Mills	Potential Party in Interest	Affiliate of Current Client
Wells Fargo Bank Minnesota	Potential Party in Interest	Affiliate of Current Client
Whippoorwill Associates, Inc.	Potential Party in Interest	Current Client
Williams Companies (The)	Potential Party in Interest	Current Client
Wolters Kluwer NV	Potential Party in Interest	Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
Wyeth	Potential Party in Interest	Current Client
XL Capital	Potential Party in Interest	Current Client
XL Specialty Insurance Co.	Potential Party in Interest	Affiliate of Current Client

6. WGM has not, does not, and will not represent any of the Current Clients or their respective affiliates or subsidiaries in connection with the pending chapter 11 cases or in any other matters adverse to Lehman.

Potential Clients

7. WGM has determined that the following Parties In Interest, or their affiliates, are Potential Clients:

Matched Entity	Relationship to Lehman	Relationship to WGM
Alcoa, Inc.	Potential Party in Interest	Preliminary Inquiry
Amgen, Inc.	Potential Party in Interest	Preliminary Inquiry
Brickman Group	Potential Party in Interest	Preliminary Inquiry
Commerzbank Capital Markets Corp.	Potential Party in Interest	Preliminary Inquiry
ConocoPhillips	Potential Party in Interest	Preliminary Inquiry
DHS Drilling Company	Principal Investments	Preliminary Inquiry
DHS Holding Company	Principal Investments	Preliminary Inquiry
Dollar General Corp.	Potential Party in Interest	Preliminary Inquiry
Duff & Phelps	Professionals Retained by the Company	Preliminary Inquiry
Flextronics International Ltd.	Potential Party in Interest	Preliminary Inquiry
Fortis Group	Potential Party in Interest	Preliminary Inquiry

Matched Entity	Relationship to Lehman	Relationship to WGM
Freescale Semiconductor, Inc.	Potential Party in Interest	Preliminary Inquiry
General Helicopters International LLC	Principal Investments	Preliminary Inquiry
Gulf Stream Asset Management	Potential Party in Interest	Preliminary Inquiry
Iowa Telecommunication Services Inc.	Potential Party in Interest	Preliminary Inquiry
Philips Electronics NV	Potential Party in Interest	Preliminary Inquiry
SAB MillerRSA Insurance Group Plc	Potential Party in Interest	Preliminary Inquiry
Siemens AG	Potential Party in Interest	Preliminary Inquiry
Sunoco, Inc.	Potential Party in Interest	Preliminary Inquiry
Supervalu, Inc.	Potential Party in Interest	Preliminary Inquiry
Syncora Holdings Ltd.	Potential Party in Interest	Preliminary Inquiry
Tronox Worldwide, LLC	Potential Party in Interest	Preliminary Inquiry
Veyance Technologies, Inc.	Potential Party in Interest	Preliminary Inquiry

8. To the extent any additional Potential Clients become Potential Parties In Interest during the pendency of these chapter 11 cases, WGM will make the appropriate supplemental disclosures to the Court.

Former Clients

9. WGM has determined that the following Parties In Interest, or their affiliates, are Former Clients:

Matched Entity	Relationship to Lehman	Relationship to WGM
Banco Espirito Santo	Derivative Counterparty	Former Client
Government of Singapore Investment Corporation	Derivative Counterparty	Former Client

ABN Ambro Holdings, Inc.	Potential Party in Interest	Affiliate of Former Client
Aracruz	Potential Party in Interest	Former Current Client
Belmont Holdings Corp.	Potential Party in Interest	Affiliate of Former Client
Chart Industries, Inc.	Potential Party in Interest	May Be Affiliate of Current Client
El Paso Corporation	Potential Party in Interest	Affiliate of Former Client
El Paso Pipeline Partners	Potential Party in Interest	Affiliate of Former Client
Ferretti	Potential Party in Interest	Affiliate of Former Client
Ford Motor Co.	Potential Party in Interest	Former Client
MSN	Potential Party in Interest	May Be Affiliate of Current Client

10. To the extent any additional Former Clients become Potential Parties in Interest during the pendency of these chapter 11 cases, WGM will make the appropriate supplemental disclosures to the Court.

Related Entities

11. WGM has determined that the following Parties In Interest, or their affiliates, are Related Entities:

Matched Entity	Relationship to Lehman	Relationship to WGM
Jazz Pharmaceuticals, Inc.	Principal Investments	Related to Current Client
SkyPower Corp.	Principal Investments	Related to Current Client
Transamerica Financial Life Insurance Co.	Derivative Counterparty	Related to Former Client
Transamerica Occidental Life Insurance Co.	Derivative Counterparty	Related to Former Client
Best Buy Co., Inc.	Potential Party in Interest	Related of Current Client
Delphi	Potential Party in Interest	Related to Current Client

Matched Entity	Relationship to Lehman	Relationship to WGM
First Data Corp.	Potential Party in Interest	Related to Current Client
Harrah's Operating Co., Inc.	Potential Party in Interest	Related to Current Client
Greenpoint Mortgage Funding Trust Series	Potential Party in Interest	Related to Current Client
Allsport Management SA	Potential Party in Interest	Related to Current Client
American Transmission Company	Potential Party in Interest	Related to Current Client
Colfax Corp.	Potential Party in Interest	Related to Former Client
Cox Communications Inc.	Potential Party in Interest	Related to Current Client
Cox Enterprises	Potential Party in Interest	Related to Current Client
Cox Radio Inc.	Potential Party in Interest	Related to Current Client
Deutsche Telekom AG	Potential Party in Interest	Related to Current Client
Regions Bank	Potential Party in Interest	Related to Current Client
Philip Morris International, Inc.	Potential Party in Interest	Related to Current Client
Regency Gas Services L.P.	Potential Party in Interest	Related to Former Client
Regent Seven Seas Cruises	Potential Party in Interest	Related to Current Client
Tropicana Entertainment	Potential Party in Interest	Related to Current Client
Transamerica Asset Funding Corp.	Potential Party in Interest	Related to Former Client
TXU Corp.	Potential Party in Interest	Related to Former Client
TXU Energy Co.	Potential Party in Interest	Related to Former Client
USI Holdings Corp.	Potential Party in Interest	Related to Current Client
Tribune Co.	Potential Party in Interest	Related to Former Client
Warburg Pincus Equity Partners, L.P.	Potential Party in Interest	Related to Former Client

Matched Entity	Relationship to Lehman	Relationship to WGM
The Adelphia Recovery Trust	Potential Party in Interest	Related to Current Client
Vodafone Group Plc	Potential Party in Interest	Related to Current Client
Westar Energy Inc.	Potential Party in Interest	Related to Current Client
Vought Aircraft Industries Inc.	Potential Party in Interest	Related to Current Client
The Lightstone Group	Potential Party in Interest	Related to Current Client
Opal Leasing Ltd.	Potential Party in Interest	Related to Former Client
O'Reilly Automotive, Inc.	Potential Party in Interest	Related to Current Client
Medassets	Potential Party in Interest	Related to Current Client
KPMG	Potential Party in Interest	Related to Former Client
Kerasotes Theaters, Inc.	Potential Party in Interest	Related to Current Client
Keystone, Inc.	Potential Party in Interest	Related to Current Client
Invesco - CLO	Potential Party in Interest	Related to Current Client
Invesco – Real Estate	Potential Party in Interest	Related to Current Client
Infineon Technologies AG	Potential Party in Interest	Related to Current Client
Lufthansa AG	Potential Party in Interest	Related to Current Client
Perstorp AB	Potential Party in Interest	Related to Current Client
PGA Holdings, Inc.	Potential Party in Interest	Related to Current Client
Penn National Gaming	Potential Party in Interest	Related to Current Client
Primedia, Inc.	Potential Party in Interest	Related to Current Client
Pinacle Entertainment, Inc.	Potential Party in Interest	Related to Current Client
RWE AG	Potential Party in Interest	Related to Former Client

12. To the extent any additional Related Entities become Potential Parties In Interest during the pendency of these chapter 11 cases, WGM will make the appropriate supplemental disclosures to the Court.

13. In addition, certain of WGM's clients are borrowers under a variety of credit arrangements in which Lehman is also involved – typically either as agent or lender. WGM may continue to represent these companies in matters unrelated to the Debtors' chapter 11 cases. WGM will not represent such entities in any litigation directly against Lehman. For example, WGM represents the following entities which also have a relationship with Lehman:

- WGM is debtors' counsel in the chapter 11 case of Aleris International, Inc. [Case No. 09-10478]. Lehman is a participant in Aleris' secured lending facilities.
- WGM is debtors' counsel in the chapter 11 case of U.S. Shipping Partners L.P. ("U.S. Shipping") [Case No. 09-12711]. Lehman Commercial Paper Inc. ("LCPI"), a debtor in the above captioned chapter 11 cases, holds a portion of the debt under U.S. Shipping's prepetition secured revolving and term loan facilities and Lehman Brothers Special Financing is the counterparty to a set of swap agreements with U.S. Shipping.
- WGM is bankruptcy counsel for the chapter 11 case of Crescent Resources, LLC ("Crescent") [Case No. 09-11507]. Crescent has listed Lehman Brothers Holding, Inc. as a syndication lender for Crescent's term loan facility.

14. Further, WGM has recently been engaged by Champion Energy Services, LLC ("Champion") to provide certain legal services with regard to an employee issue (the "Services"). Several Lehman entities are currently secured lenders to Champion. As a result, WGM requested, and has received, a conflicts waiver from Champion (the "Waiver") that expressly requires Champion to agree that it will not, for itself, or for any other entity or person, assert that either (a) WGM's representation of Champion, or (b) WGM's actual, or possible, possession of confidential information

belonging to Champion, is a basis to disqualify WGM from representing Lehman in any matter (including matters, such as litigation, adverse to Champion) which is not substantially related to the Services. In addition, pursuant to the Waiver, Champion acknowledges that (a) WGM will not investigate any actions of Lehman regarding the Services; and (b) WGM will not provide advice, counsel, or assistance with regard to pursuing any claims, demands, or litigation against, or in respect of, Lehman regarding the Services.

WGM's Fees

15. As described in WGM's first application for interim allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred from September 15, 2008 through January 31, 2009 [Docket No. 3343], WGM has provided the Debtors with certain voluntary reductions with respect to the fees and expenses it has requested to date. As a result of such reduction, WGM currently holds a credit balance in favor of the Debtors, for expenses incurred, in the

amount of \$77.03. WGM will apply that amount to the next monthly fee statement to offset expenses due for that period.

16. WGM does not hold or represent an interest that is adverse to Lehman's estates, and WGM is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code.

17. The foregoing constitutes the first supplemental statement of WGM pursuant to section 327 of the Bankruptcy Code and Bankruptcy Rule 2014(a).

Dated: August 12, 2009
New York, New York

/s/ Harvey R. Miller
Harvey R. Miller, A Member of the Firm

Sworn to and subscribed before me, a notary public for the State of New York, County of New York, this 12th day of August, 2009.

/s/ Kathleen Anne Lee
Notary Public

Notary Public, State of New York
No. 01LE6119251
Qualified in New York County
Commission Expires: November 29, 2012